



GATX CORPORATION

120 SOUTH RIVERSIDE
CHICAGO, IL60606
312-621-6200

RECORDATION NO. 4951-G FILED 10/23

LAW DEPARTMENT

OCT 23 1987 9 20 AM October 21, 1987

Secretary of the Interstate
Commerce Commission
Washington, D.C.

INTERSTATE COMMERCE COMMISSION

No. **OCT 23 1987**
Date.....
Fee \$ **10:00**

RE: General American Transportation Corporation Washington, D. C.
Equipment Trust Series 65

7-296A022

Gentlemen:

Enclosed herewith are five (5) signed copies of a Supplemental Agreement dated as of October 1, 1987, deleting a portion of the railroad cars covered by the above Trust Agreement, together with our check for \$10.00 to cover the filing and recordation fees.

The Trust Agreement was first recorded in the office of the Secretary of the Interstate Commerce Commission on July 15, 1968 under Recordation No. 4951.

The Trust Equipment deleted by the enclosed consists of railroad cars described in the aforementioned documents (primarily railroad cars of various AAR, DOT and ICC classifications) and the road numbers of such cars are listed in said documents.

The names and addresses of the parties referred to in said agreements are:

The Chase Manhattan Bank, N.A.
One New York Plaza
New York, NY 10081
Attention: Ms. Ann L. Edmonds

GATX Corporation
120 South Riverside Plaza
Chicago, IL 60606
Attention: F. B. Ollett, III

If you have any questions, feel free to call me at (312) 621-6603.

ICC OFFICE OF
THE SECRETARY
Oct 23 9 12 AM '87
MOTOR OPERATING UNIT

Very truly yours,

Janice M. Alonso

Janice M. Alonso
Assistant Secretary

JMA/djw
3754D

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

10/23/87

Janice M. Alonso
Assist. Secretary
GATX Corporation
120 South Riverside Plaza
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/23/87 at 9:20am , and assigned recordation number(s). 4951-M

Sincerely yours,

Norita R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST, SERIES 65

RECORDATION NO. 11951-92 FILED 1425

OCT 23 1987 - 9 20 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT DATED AS OF OCTOBER 1, 1987

TO EQUIPMENT TRUST AGREEMENT DATED AS OF JULY 15, 1968

BY AND BETWEEN

THE CHASE MANHATTAN BANK, N.A., TRUSTEE

AND

GATX CORPORATION

(FORMERLY KNOWN AS GENERAL AMERICAN TRANSPORTATION CORPORATION)

Supplemental Agreement dated as of October 1, 1987 by and between The Chase Manhattan Bank, N.A., as Trustee, and GATX Corporation, a New York corporation, formerly known as General American Transportation Corporation.

Whereas, the parties hereto entered into an Equipment Trust Agreement dated as of July 15, 1968 (the "Agreement") creating General American Transportation Corporation Equipment Trust, Series 65, which Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 11303 (formerly Section 20c) of the Interstate Commerce Act on July 15, 1968, Recordation No. 4951; and

Whereas, the parties hereto wish to amend Schedule A to the Agreement;

NOW, THEREFORE, the parties hereto agree that Schedule A to the Agreement is hereby amended by:

(a) deleting therefrom the units of Trust Equipment described in Schedule I attached hereto; and

(b) substituting therefor the units of Equipment described in Schedule II attached hereto.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed, duly attested, as of October 1, 1987.

THE CHASE MANHATTAN BANK, N.A., TRUSTEE

By: Ann T. Edmont

ATTEST:

Jenice Tobe

GATX CORPORATION
(FORMERLY KNOWN AS GENERAL AMERICAN
TRANSPORTATION CORPORATION)

By: Frederick B. Olett
Frederick B. Olett, III
Treasurer

ATTEST:

Jenice M. Alonso
Assistant Secretary

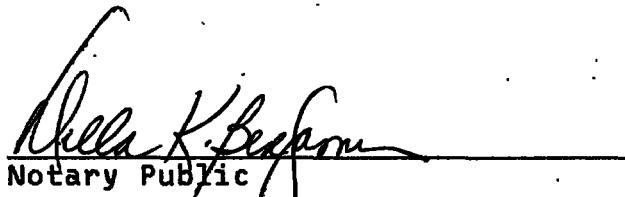
3410D

STATE OF NEW YORK)

) ss.:

COUNTY OF New York)

On this 1st day of OCTOBER 1987, before me personally appeared Ann L. Edmonds, to me personally known, who, being by me duly sworn, says that he is VICE PRESIDENT of The Chase Manhattan Bank, N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Della K. Benjamin
Notary Public

DELLA K. BENJAMIN

Notary Public, State of New York

* * * * * Not # 24-4659667 *

Qualified in Kings County

Certificate Filed in New York County

Commission Expires April 30, 1989

* * * * * STATE OF ILLINOIS)

) ss.:

COUNTY OF COOK)

On this 1st day of October, 1987, before me personally appeared Frederick B. Ollett, III, to me personally known, who, being by me duly sworn, said that he is Treasurer of GATX Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Dorothy J. Faust
Notary Public

3410D

SCHEDULE I
 GENERAL AMERICAN TRANSPORTATION CORPORATION
 EQUIPMENT TRUST - SERIES 65
CARS TO BE REMOVED

<u>QUANTITY</u>	<u>CLASSIFICATION</u>	<u>CAPACITY IN GALLONS</u>	<u>INITIALED AND CAR NUMBERS</u>	<u>YEAR REMOVED</u>	<u>COST EACH</u>	<u>VALUE EACH</u>	<u>TOTAL VALUE</u>	<u>YEAR INTO SERVICE</u>	<u>YEAR ACQUIRED</u>
1	Tank Car	DOT 111A60-W-1	10,000	GATX 80446.	3-1987	\$10,851.00	\$ 8,189.00	\$ 8,189.00	1-1960
1	Tank Car	DOT 111A60AL-W-2	10,000	GATX 70905.	3-1987	14,975.00	8,094.00	8,094.00	11-1957
1	Tank Car	DOT 111A60-W-1	10,000	GATX 80417.	4-1987	15,082.00	9,652.00	9,652.00	4-1959
1	Tank Car	DOT 103-W	8,000	GATX 6851.	4-1987	10,748.00	8,111.00	8,111.00	2-1960
1	Tank Car	DOT 103-W	8,000	GATX 85104.	4-1987	8,192.00	6,182.00	6,182.00	3-1960
1	Tank Car	DOT 105A500-W	10,800	GATX 72370.	4-1987	13,645.00	8,732.00	8,732.00	2-1959
1	Tank Car	DOT 111A100-W-2	10,000	GATX 80475.	5-1987	10,851.00	8,189.00	8,189.00	2-1960
1	Tank Car	ICC 111A60-W-1	8,000	GATX 22245.	5-1987	14,711.00	20,407.00	20,407.00	3-1967
1	Tank Car	ICC 111A100-W-1	20,000	GATX 91729.	5-1987	14,137.00	21,081.00	21,081.00	12-1967
1	Tank Car	ICC 111A100-W-1	20,000	GATX 13867.	5-1987	14,463.00	20,684.00	20,684.00	2-1968
1	Tank Car	ICC 111A100-W-1	20,000	GATX 91798.	5-1987	14,487.00	20,719.00	20,719.00	4-1968
1	Tank Car	DOT 105A500-W	10,800	GATX 72376.	5-1987	13,645.00	8,732.00	8,732.00	2-1959
1	Tank Car	DOT 103-W	10,000	GATX 9829.	6-1987	14,233.00	10,741.00	10,741.00	5-1960
1	Tank Car	ICC 111A100-W-1	15,000	GATX 98260.	6-1987	16,806.00	25,061.00	25,061.00	8-1967
1	Tank Car	DOT 103-W	8,000	GATX 86132.	7-1987	10,726.00	9,372.00	9,372.00	11-1960
3	Tank Cars	ICC 111A100-W-1	20,000	GATX 71017, 71019, 71024.	7-1987	22,167.00	30,750.00	92,250.00	7-1967

SCHEDULE 1
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 65
CARS TO BE REMOVED

<u>QUANTITY</u>	<u>CLASSIFICATION</u>	<u>CAPACITY IN GALLONS</u>	<u>INITIALED AND CAR NUMBERS</u>	<u>YEAR REMOVED</u>	<u>COST EACH</u>	<u>VALUE EACH</u>	<u>TOTAL VALUE</u>	<u>YEAR INTO SERVICE</u>	<u>YEAR ACQUIRED</u>
1	Tank Car	DOT 103-W	8,000	GATX 81920.	8-1987	\$14,166.00	\$ 10,690.00	6-1960	6-1960
1	Tank Car	DOT 103-W	8,000	GATX 85172.	8-1987	8,661.00	6,536.00	7-1960	7-1960
3	Tank Cars	DOT 103-W	8,000	GATX 86127, 86133, 86137.	8-1987	10,726.00	9,372.00	28,116.00	11-1960
1	Tank Car	DOT 103-W	10,000	GATX 33229.	8-1987	12,083.00	9,118.00	1-1960	1-1960
1	Tank Car	ICC 111A100-W-1	20,000	GATX 71041.	8-1987	22,167.00	30,750.00	30,750.00	8-1967
1	Tank Car	DOT 111A60-W-1	10,000	GATX 80445.	8-1987	10,851.00	8,189.00	8,189.00	1-1960
1	Tank Car	DOT 111A60-W-1	10,000	GATX 80545.	8-1987	11,082.00	7,092.00	7,092.00	8-1959
1	Tank Car	ICC 111A60-W-1	20,000	GATX 38652.	8-1987	31,499.00	43,695.00	43,695.00	4-1967
1	Tank Car	ICC 111A100-W-1	20,000	GATX 10115.	8-1987	14,754.00	22,001.00	22,001.00	9-1967
2	Tank Cars	DOT 103-W	8,000	GATX 3860, 3867.	9-1987	8,667.00	6,587.00	13,174.00	10-1959
1	Tank Car	DOT 103-W	8,000	GATX 7783.	9-1987	8,545.00	6,448.00	6,448.00	9-1960
1	Tank Car	DOT 103-W	10,000	GATX 9827.	9-1987	14,233.00	10,741.00	10,741.00	5-1960
1	Tank Car	ICC 111A100-W-1	20,000	GATX 25410.	9-1987	15,098.00	21,592.00	21,592.00	3-1968
1	Tank Car	ICC 111A100-W-1	20,000	GATX 27494.	9-1987	14,738.00	21,977.00	21,977.00	12-1967
1	Tank Car	DOT 111A60-W-1	10,000	GATX 77978.	9-1987	10,851.00	8,189.00	8,189.00	1-1960
2	Tank Cars	DOT 111A60-W-1	10,000	GATX 77993, 80477.	9-1987	10,851.00	8,189.00	16,378.00	2-1960
1	Tank Car	DOT 111A60-W-1	10,000	GATX 80539.	9-1987	11,082.00	7,092.00	7,092.00	8-1959

SCHEDULE I
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 65
CARS TO BE REMOVED

<u>QUANTITY</u>	<u>CLASSIFICATION</u>	<u>CAPACITY IN GALLONS</u>	<u>INITIALED AND CAR NUMBERS</u>	<u>YEAR REMOVED</u>	<u>COST EACH</u>	<u>VALUE EACH</u>	<u>TOTAL VALUE</u>	<u>YEAR INTO SERVICE</u>	<u>YEAR ACQUIRED</u>
1	Tank Car	DOT 111A60-W-1	10,000	GATX 80571.	9-1987	\$11,082.00	\$ 8,422.00	12-1959	12-1959
1	Tank Car	DOT 111A60-W-1	10,000	GATX 83007.	9-1987	13,645.00	8,732.00	3-1959	3-1959
1	Tank Car	DOT 111A100-W-2	10,000	GATX 83047.	9-1987	13,876.00	10,546.00	10-1959	10-1959
3	Tank Cars	DOT 105A200AL-W	10,200	GATX 84528, 84537, 84538.	9-1987	16,030.00	10,259.00	30,777.00	1-1959
2	Tank Cars	DOT 105A200AL-W	10,200	GATX 84583, 84588.	9-1987	16,030.00	10,259.00	20,518.00	2-1959
2	Tank Cars	DOT 103-W	8,000	GATX 85115, 85118.	9-1987	8,192.00	6,182.00	12,364.00	4-1960
2	Tank Cars	DOT 103-W	8,000	GATX 85130, 85147.	9-1987	13,966.00	10,539.00	21,078.00	5-1960
1	Tank Car	DOT 103-W	8,000	GATX 85136.	9-1987	13,966.00	10,539.00	10,539.00	6-1960
1	Tank Car	DOT 103-W	8,000	GATX 85155.	9-1987	8,661.00	6,536.00	6,536.00	6-1960
1	Tank Car	ICC 103-W	8,000	GATX 85183.	9-1987	8,661.00	6,536.00	6,536.00	7-1960
1	Tank Car	DOT 103-W	8,000	GATX 86147.	9-1987	10,726.00	9,372.00	9,372.00	12-1960
									\$703,394.00

SCHEDULE II

GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 65
CARS TO BE SUBSTITUTED

<u>QUANTITY</u>	<u>CLASSIFICATION</u>	<u>CAPACITY</u>	<u>INITIALED AND CAR NUMBERS</u>	<u>COST EACH</u>	<u>VALUE EACH</u>	<u>TOTAL VALUE</u>	<u>YEAR INTO SERVICE</u>	<u>YEAR ACQUIRED</u>
5	Tank Cars	DOT 111A60-W-1	20,000 GATX 38739-38743.	\$29,745.00	\$39,202.00	\$196,010.00	3-1966	3-1966
1	Tank Car	DOT 111A60-W-1	20,000 GATX 38756.	28,808.00	37,967.00	37,967.00	3-1966	3-1966
1	Tank Car	DOT 111A60-W-1	20,000 GATX 85596.	25,423.00	33,506.00	33,506.00	2-1966	2-1966
1	Tank Car	DOT 111A60-W-1	20,000 GATX 94900.	30,955.00	40,796.00	40,796.00	3-1966	3-1966
1	Tank Car	DOT 111A60-W-1	20,000 GATX 94904.	35,252.00	46,460.00	46,460.00	2-1966	2-1966
1	Tank Car	DOT 111A60-W-1	20,000 GATX 94905.	32,320.00	42,595.00	42,595.00	3-1966	3-1966
1	Tank Car	DOT 111A60-W-1	20,000 GATX 94910.	24,813.00	32,702.00	32,702.00	6-1966	6-1966
1	Tank Car	DOT 111A60-W-1	20,000 GATX 94912.	28,282.00	37,273.00	37,273.00	6-1966	6-1966
1	Tank Car	DOT 111A60-W-1	20,000 GATX 94918.	22,135.00	29,172.00	29,172.00	6-1966	6-1966
2	Tank Cars	DOT 111A60-W-1	20,000 GATX 94973, 94974.	22,242.00	29,313.00	58,626.00	5-1966	5-1966
2	Tank Cars	DOT 111A60-W-1	20,000 GATX 94983, 94984.	29,724.00	39,174.00	78,348.00	5-1966	5-1966
1	Tank Car	DOT 111A60-W-1	20,000 GATX 94985.	28,619.00	37,718.00	37,718.00	4-1966	4-1966
1	Tank Car	DOT 111A60-W-1	20,000 GATX 99737.	24,480.00	32,263.00	32,263.00	6-1966	6-1966
								\$703,436.00